

RECORDATION NO. 20036-E FILED

AUG 18 '04 1-12 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

August 17, 2004

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Re: PRR - ET 1996A

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are four (4) copies of a Memorandum of Sublease and Assignment, dated August 12, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board/Commission under Recordation Number 20036.

The names and addresses of the parties to the enclosed document are:

Sublessor/ Assignor:	Consolidated Rail Corporation 1000 Howard Boulevard Fourth Floor Mt. Laurel, NJ 08054
Sublessee:	PRR Newco, Inc. 110 Franklin Road, S.E. Roanoke, VA 24042
Guarantor:	Norfolk Southern Railway Company 110 Franklin Road, S.E. Roanoke, VA 24042
[Senior Lessor/ Assignee:	Wilmington Trust Company]

Mr. Vernon A. Williams
August 17, 2004
Page Two

A description of the railroad equipment covered by the enclosed document is:

11 locomotives PRR 6750 – PRR 6762 (formerly within the series CR 5629 – CR 5653).

A short summary of the document to appear in the index follows:

Memorandum of Sublease and Assignment

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anr
Enclosures

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF SUBLEASE AND ASSIGNMENT PRR-ET1996A, by

CONSOLIDATED RAIL CORPORATION ("Conrail")
1000 Howard Boulevard, Fourth Floor
Mt. Laurel, New Jersey 08054

PRR NEWCO, INC. (the "Company")
110 Franklin Road, S.E.
Roanoke, Virginia 24042

and

NORFOLK SOUTHERN RAILWAY COMPANY (the "Railroad")
110 Franklin Road, S.E.
Roanoke, Virginia 24042

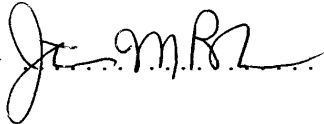
Conrail is leasing certain units of railroad equipment pursuant to the agreement identified in Schedule A hereto as the "Senior Lease" with the party named in Schedule A hereto as the "Senior Lessor," which agreement was recorded with the Surface Transportation Board and assigned the recordation number shown on said Schedule A.

The parties hereto hereby wish to evidence for the public record the following transactions with respect to such units of the railroad equipment covered by the above-named agreements as are listed in Schedule B hereto:


1. The Sublease of Railroad Equipment PRR-ET1996A between Conrail, sublessor, and the Company, sublessee.
2. The assumption of the obligations of the Company as sublessee under the above-named sublease by the Railroad, pursuant to the Assumption Agreement PRR-ET1996A by the Railroad in favor of Conrail.
3. The assignment by Conrail, assignor, of the sublease named in item 1 to the Senior Lessor, assignee, as security for Conrail's obligations under the Senior Lease, pursuant to the Assignment of Sublease PRR-ET1996A by Conrail in favor of the Senior Lessor.
4. The assignment by the Railroad, assignor, of its subleasehold interest under sublease named in item 1 to CSX Transportation, Inc., assignee, pursuant to the Cross-Assignment of Lease and Agreement among such parties and Conrail, as security for the Railroad's obligations for reimbursement thereunder.

IN WITNESS WHEREOF, the parties hereto have each caused
this memorandum to be duly executed by their respective officers
thereunto duly authorized:

CONSOLIDATED RAIL CORPORATION

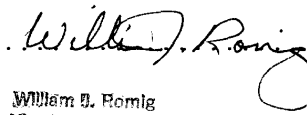
by 

PRR NEWCO, INC

by 

William J. Romig
Vice President and Treasurer

NORFOLK SOUTHERN RAILWAY COMPANY

by 

William J. Romig
Vice President and Treasurer

STATE OF NEW YORK)

COUNTY OF NEW YORK)

SS.:

On this 12 day of August, 2004, before me personally appeared Jonathan M. Broder, to me personally known, who, by me being duly sworn, says that he is VP & General Counsel of CONSOLIDATED RAIL CORPORATION, and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

MAURICE I. MICHAANE
NOTARY PUBLIC, State of New York
No. 01MI6101194
Qualified in New York County
Commission Expires Nov. 10, 2007

...
Notary Public


My commission expires

STATE OF NEW YORK)

COUNTY OF NEW YORK)

SS.:

On this 12 day of August, 2004, before me personally appeared William Romig, to me personally known, who, by me being duly sworn, says that he is VP Treasurer of PRR NEWCO, INC., and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

...
Notary Public

My commission expires

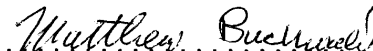
STATE OF NEW YORK)

COUNTY OF NEW YORK)

SS.:

MATTHEW BUCHWALD
NOTARY PUBLIC, State of New York
No. 01BU5030377
Qualified in Queens County
Commission Expires July 11, 2006

On this 12 day of August, 2004, before me personally appeared William Romig, to me personally known, who, by me being duly sworn, says that he is VP Treasurer of NORFOLK SOUTHERN RAILWAY COMPANY, and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

...
Notary Public

My commission expires

MATTHEW BUCHWALD
NOTARY PUBLIC, State of New York
No. 01BU5030377
Qualified in Queens County
Commission Expires July 11, 2006

SCHEDULE A
SENIOR TRANSACTION ET1996A

Senior Lease:

Equipment Trust Agreement dated as of April 30, 1996, between
Wilmington Trust Company and Consolidated Rail Corporation.

Recorded with the Surface Transportation Board on April 30, 1996,
and assigned recordation number 20036.

Senior Lessor:

Wilmington Trust Company, as trustee

Schedule "B" Equipment
ETC 96A PRR

Count	Description	Original		Current	
		Unit Initial	Unit Number	Unit Initial	Unit Number
1	SD60I	CR	005629	PRR	6750
2	SD60I	CR	005638	PRR	6753
3	SD60I	CR	005640	PRR	6754
4	SD60I	CR	005641	PRR	6755
5	SD60I	CR	005643	PRR	6756
6	SD60I	CR	005644	PRR	6757
7	SD60I	CR	005646	PRR	6758
8	SD60I	CR	005648	PRR	6759
9	SD60I	CR	005650	PRR	6760
10	SD60I	CR	005651	PRR	6761
11	SD60I	CR	005653	PRR	6762
11 Total SD 60 I Locomotives					